

February 01, 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI – 400051, India
Scrip Code : MOTHERSUMI

BSE Limited
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers, Dalal Street
Fort
MUMBAI – 400001, India
Scrip Code : 517334

Subject: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir / Madam,

This is with reference to letter dated January 28, 2022 of Motherson Sumi Systems Limited thereby intimating cancellation of 105,57,50,653 equity shares of Re. 1/- each and allotment of 241,54,30,660 equity shares of Re. 1/- each, pursuant to the composite scheme of amalgamation and arrangement amongst Motherson Sumi Systems Limited (“**the Company**”), Samvardhana Motherson International Limited (“**SAMIL**”), Motherson Sumi Wiring India Limited (“**MSWIL**”) and their respective shareholders and creditors (“**Scheme**”), duly sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“**Hon’ble NCLT**”) by way of order number CP(CAA)/91/MB-IV/2021 dated December 22, 2021 certified copy of which was received on December 23, 2021 (“**Order**”).

Pursuant to the provisions of the Scheme, it is be and hereby submitted that the Company has allotted equity shares of the Company on January 28, 2022, as per the Merger Share Exchange Ratio (*as defined under the Scheme*), resulting into change in shareholding of following Promoters and members of Promoter Group and consequently their shareholding has increased from 36.38% to 50.44%, in aggregate, of the total issued and paid share capital of the Company:

1. Mr. Vivek Chaand Sehgal
2. Mr. Laksh Vaaman Sehgal
3. Radha Rani Holdings Pte Limited
4. Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust)
5. Motherson Engineering Research & Integrated Technologies Limited
6. Shri Sehgal Trustee Co. Private Limited
7. Advance Technologies & Automotive Resources Pte. Ltd.
8. Ms. Vidhi Sehgal
9. Ms. Geeta Soni
10. Ms. Neelu Mehra
11. Ms. Renu Sehgal

In view of above, the disclosure required under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed herewith.

Kindly take the same on your record.

Thanking you,

Yours truly,

(Vivek Chaand Sehgal)

Acting for himself and on behalf of other promoter(s) / promoter group

Enclosure(s): as attached

c/c:

Motherson Sumi Systems Limited
Unit 705, C Wing, ONE BKC, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra, India – 400051

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Motherson Sumi Systems Limited ("Company")		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<ol style="list-style-type: none"> 1. Mr. Vivek Chaand Sehgal 2. Mr. Laksh Vaaman Sehgal 3. Radha Rani Holdings Pte Limited 4. Ms. Renu Alka Sehgal (Trustee of Renu Sehgal Trust) 5. Motherson Engineering Research & Integrated Technologies Limited 6. Shri Sehgal Trustee Co. Private Limited 7. Advance Technologies & Automotive Resources Pte. Ltd. 8. Ms. Vidhi Sehgal 9. Ms. Geeta Soni 10. Ms. Neelu Mehra 11. Ms. Renu Sehgal 		
3.	Whether the acquirer belongs to Promoter / Promoter group	Yes		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
5.	Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
6.	Before the acquisition under consideration, holding of:			
a)	Shares carrying voting rights	1,14,89,88,904 (Details as per Annexure A)	36.38 (Details as per Annexure A)	36.38 (Details as per Annexure A)
b)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c)	Voting rights (VR) otherwise than by shares	N.A.	N.A.	N.A.
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	N.A.	N.A.	N.A.
e)	Total (a+b+c+d)	1,14,89,88,904 (Details as per Annexure A)	36.38 (Details as per Annexure A)	36.38 (Details as per Annexure A)
7.	Details of acquisition / sale			

a)	Shares carrying voting rights acquired / sold	218,56,03,309 (Details as per Annexure A)	47.49 (Details as per Annexure A)	47.49 (Details as per Annexure A)
b)	VRs acquired /sold otherwise than by shares	N.A.	N.A.	N.A.
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	N.A.	N.A.	N.A.
d)	Shares encumbered / invoked / released by the acquirer	N.A.	N.A.	N.A.
e)	Total (a+b+c+/-d)	21,8,56,03,309 (Details as per Annexure A)	47.49 (Details as per Annexure A)	47.49 (Details as per Annexure A)
8.	After the acquisition / sale, holding of:			
a)	Shares carrying voting rights acquired / sold	2,27,88,41,560 (Details as per Annexure A)	50.44 (Details as per Annexure A)	50.44 (Details as per Annexure A)
b)	VRs acquired /sold otherwise than by shares	0	N.A.	N.A.
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	0	N.A.	N.A.
d)	Shares encumbered / invoked / released by the acquirer	0	N.A.	N.A.
e)	Total (a+b+c+/-d)	2,27,88,41,560 (Details as per Annexure A)	50.44 (Details as per Annexure A)	50.44 (Details as per Annexure A)
9.	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition of equity shares pursuant to the composite scheme of amalgamation and arrangement amongst the Company, Samvardhana Motherson International Limited (“SAMIL”), Motherson Sumi Wiring India Limited (“MSWIL”) and their respective shareholders and creditors, undertaken pursuant to Sections 230 - 232, and other applicable provisions, of the Companies Act, 2013 (“Scheme”), duly sanctioned by Hon'ble National Company Law Tribunal, Mumbai Bench – IV (“Hon’ble NCLT”) by way of an		

		order dated December 22, 2021 certified copy of which was received on December 23, 2021
10.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	28.01.2022
11.	Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 315,79,34,237/- divided into 315,79,34,237 Equity shares of Re. 1/- each
12.	Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 451,76,14,244/- divided into 451,76,14,244 Equity shares of Re. 1/- each
13.	Total diluted share/voting capital of the TC after the said acquisition	INR 451,76,14,244/- divided into 451,76,14,244 Equity shares of Re. 1/- each

Note: Pursuant to the merger of SAMIL into and with the Company in accordance with the terms of the Scheme, the entire issued and paid-up share capital of the Company, as held by SAMIL amounting to 105,57,50,653 equity shares of Re. 1 each was automatically cancelled.

Name: Mr. Vivek Chaand Sehgal
(Acting for himself and on behalf of promoter(s)/ promoter group)

Date : 01.02.2022
Place : Noida

() Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.*

*(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.*

	Paid-up Capital (Total)	3,15,79,34,237	100.00	2,41,54,30,660	100.00	4,51,76,14,244	100.00
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*In compliance with the order of Hon'ble NCLT and in respect of merger of SAMIL into the Company as per Section II of the Scheme, following corporate actions were undertaken by the Company dated January 28, 2022:

- (a) cancellation of existing shareholding of SAMIL in the Company i.e. 105,57,50,653 equity shares of Re. 1/- each representing 33.43% of the pre-transaction total paid up share capital of the Company; and
- (b) allotment of 241,54,30,660 equity shares of Re. 1/- each aggregating to Re. 241,54,30,660 to the shareholders of SAMIL.

Accordingly, issued and paid up share capital of the Company is as below:

- (a) Before the aforesaid allotment and cancellation - INR 315,79,34,237/- divided into 315,79,34,237 equity shares of Re. 1/- each and
- (b) After the aforesaid allotment and cancellation- INR 451,76,14,244/- divided into 451,76,14,244 equity shares of Re. 1/- each.

In view of above, there has been increase of 47.49% and reduction of 33.43% in the shareholding of the promoters and member of promoter group, held in the Company. Accordingly, aggregate paid up share capital as held by the Promoter(s) and member of Promoter Group of the Company has been increased from 36.38% to 50.44%.

(Vivek Chaand Sehgal)

Acting for himself and on behalf of other promoter(s) / promoter group